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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re:</b>	)	
	)	<b>Case No. 12-12020 (MG)</b>
<b>RESIDENTIAL CAPITAL, LLC, et al.,</b>	)	
	)	<b>Chapter 11</b>
<b>Debtors.</b>	)	
	)	<b>Jointly Administered</b>

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**NOTICE OF FILING OF UNREDACTED DECLARATION OF  
WILLIAM HAO IN SUPPORT OF FGIC TRUSTEES'  
RESPONSE TO MOTION IN LIMINE THREE (PFEIFFER TESTIMONY)**

**PLEASE TAKE NOTICE** that The Bank of New York Mellon, The Bank of New York Mellon Trust Company, N.A. (collectively, "BNY Mellon"), U.S. Bank National Association ("U.S. Bank"), and Wells Fargo Bank, N.A. ("Wells Fargo"), solely in their

respective capacities as trustee or indenture trustee for certain mortgage backed securities trusts (collectively, the “FGIC Trustees”) hereby file the unredacted version of the *Declaration of William Hao in Support of FGIC Trustees’ Response to Motion in Limine Three (Pfeiffer Testimony)* (the “**Declaration**”). The Declaration was previously filed in redacted form on August 13, 2013 (Docket No. 4631), pursuant to the Court’s *Order Regarding Exchange of Confidential Information* (Docket No. 4249) (the “**Confidentiality Order**”).

Dated: New York, New York  
August 15, 2013

**DECHERT LLP**

By: /s/ Glenn E. Siegel  
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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

<b>In re:</b>	)	
	)	<b>Case No. 12-12020 (MG)</b>
<b>RESIDENTIAL CAPITAL, LLC, et al.,</b>	)	
	)	<b>Chapter 11</b>
<b>Debtors.</b>	)	
	)	<b>Jointly Administered</b>

**DECLARATION OF WILLIAM HAO IN SUPPORT OF FGIC TRUSTEES' RESPONSE  
TO MOTION IN LIMINE THREE (PFEIFFER TESTIMONY)**

I, William Hao, declare as follows:

1. I am an associate with Alston & Bird LLP, which maintains offices located at 90 Park Avenue, New York, New York 10016, counsel to Wells Fargo Bank, N.A., in connection with the above-captioned Chapter 11 cases.

2. I submit this Declaration in support of the FGIC Trustees'<sup>1</sup> Response to *CQS ABS Master Fund Limited, and Bayview Fund Management LLC's Motion In Limine to Preclude the*

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<sup>1</sup> The Bank of New York Mellon, The Bank of New York Mellon Trust Company, N.A. (collectively, "**BNY Mellon**"), U.S. Bank National Association ("**U.S. Bank**"), and Wells Fargo Bank, N.A. ("**Wells Fargo**"), solely in their respective capacities as trustee, indenture trustee, securities administrator, co-administrator, paying agent, grantor trustee, custodian and/or other similar agencies or as master servicer for those certain forty-seven (47) mortgage backed securities trusts (the "**FGIC Insured Trusts**") that are the subject of *Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 For Approval of the Settlement Agreement among the Debtors, FGIC, the FGIC Trustees and Certain Institutional Investors* [Docket No. 3929] (the "**FGIC 9019 Motion**").

*Testimony of Allen M. Pfeiffer Regarding the Debtors' 9019 Motion (Motion in Limine Three)*  
[Docket No. 4546].

3. Attached hereto as Exhibit 1 is a true and correct copy of the hearing held in this matter on July 25, 2013.

4. Attached hereto as Exhibit 2 is a true and correct copy of the transcript of the deposition of Allen M. Pfeiffer on July 24, 2013.

5. Attached hereto as Exhibit 3 is a true and correct copy of the Expert Report of Allen M. Pfeiffer, dated July 19, 2013.

6. Attached hereto as Exhibit 4 is a true and correct copy of a letter from Howard S. Koh to Peter Goodman, dated July 8, 2013.

7. Attached hereto as Exhibit 5 is a true and correct copy of a letter from Howard S. Koh to Mary Eaton, dated July 8, 2013.

8. Attached hereto as Exhibit 6 is a true and correct copy of an email from Brian P. Maloney to Mary Eaton, and others, dated July 21, 2013.

9. Attached hereto as Exhibit 7 is a true and correct copy of an email chain from Michael Johnson to Mary Eaton, and others, dated July 22, 2013.

10. Attached hereto as Exhibit 8 is a true and correct copy of an email chain from Brian P. Maloney to Mary Eaton, and others, dated July 23, 2013.

11. Attached hereto as Exhibit 9 is a true and correct copy of an email chain from Michael Johnson to Mary Eaton, and others, dated August 1, 2013.

12. Attached hereto as Exhibit 10 is a true and correct copy of an email chain from Mary Eaton to Michael Johnson, and others, dated August 1, 2013.

13. Attached hereto as Exhibit 11 is a true and correct copy of an email chain from Michael Johnson to Mary Eaton, and others, dated August 2, 2013.

14. Attached hereto as Exhibit 12 is a true and correct copy of an email chain from Michael Johnson to Mary Eaton, and others, dated August 6, 2013.

15. Attached hereto as Exhibit 13 is a true and correct copy of an email chain from Brian P. Maloney to Mary Eaton, and others, dated August 7, 2013.

*[remainder of page left intentionally blank]*

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 13, 2013.

/s/ William Hao

William Hao